



EVERGOLD CORP.
18 King Street East, Suite 902
Toronto, ON M5C 1C4

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Evergold Corp. (the “**Corporation**”) will be held at the offices of the solicitors of the Corporation at 18 King Street East, Suite 902, Toronto, ON M5C 1C4 on October 28, 2020 at 12:00 p.m. (Toronto time), for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2019 and the report of the auditors thereon;
2. to appoint UHY McGovern Hurley LLP, the auditors of the Corporation, for the ensuing year and to authorize the board of directors of the Corporation (the “**Board**”) to fix their remuneration.
3. to elect five (5) directors of the Corporation for the ensuing year;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to re-approve the Corporation’s 10% rolling stock option plan for the ensuing year; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

Accompanying this Notice of Meeting is the Circular and a form of proxy. The Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice of Meeting.

In an effort to mitigate the risks associated with COVID-19, and to preserve the health and safety of our communities, Shareholders, employees and other stakeholders, we are inviting Shareholders to participate in the Meeting by dialing in to our conference line at: 1-866-365-4406 (North America – Toll Free), followed by the Conference ID 8484501#. Participants should dial in at least ten (10) minutes prior to the scheduled start time and ask to join the call. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. We encourage Shareholders to not attend the Meeting in person due to risks related to COVID-19. We will also take additional precautionary measures in relation to the physical Meeting, limiting access to essential personnel, registered Shareholders and proxyholders entitled to attend and vote at the Meeting. Shareholders cannot vote their common shares at the Meeting if attending via teleconference and must either vote prior to the Meeting or attend the Meeting in person in order to have their vote cast.

Voting

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. **To be valid, registered Shareholders must submit the form of proxy not later than 12:00 p.m. (Toronto time) on October 26, 2020 or, if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) preceding the time for any reconvened meeting, by mail at the offices of Capital Transfer Agency ULC, located at 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2 or by facsimile at (416) 350-5008.**

If you are a non-registered beneficial Shareholder, you must follow the instructions provided by your broker, securities dealer, bank, trust company or similar entity in order to vote your common shares. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular accompanying this Notice of Meeting.

Dated this 28th day of September, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“Kevin M. Keough”

Kevin M. Keough
President, Chief Executive Officer and Director